

Bylaws of
Kansas Association of Conservation Districts ("Corporation")
A Kansas Not For Profit Corporation

Article I
Purpose, Policies & Activities

1.01 **Purpose.** The purpose of the Corporation is to engage in educational, scientific and governmental efforts to conserve, develop and improve the use of land, soil, water, plants, animals and other natural resources within the state of Kansas.

1.02 **Policies.** The policies of the Corporation are to encourage farmers, ranchers, and other owners of land within the state of Kansas to use their land in accordance with its needs for conservation, development and improvement.

1.03 **Activities.** The activities of the Corporation will be focused upon the sharing of information, ideas and technologies between the Kansas Conservation Districts and to coordinate the activities of federal, state and local governmental agencies and conservation organizations.

Article II
Offices

2.01 **Business Offices.** The Corporation may establish and maintain one or more business offices within and without the state of Kansas as deemed necessary from time to time by the Board of Directors.

2.02 **Registered Office.** The Board of Directors shall establish and maintain a registered office for the Corporation within the state of Kansas, the address of which shall be on file with the Kansas Secretary of State.

2.03 **Resident Agent.** The Board of Directors shall appoint a resident agent for the Corporation within the state of Kansas whose name shall be on file with the Kansas Secretary of State and who shall be located at the registered office of the Corporation.

Article III
Members

3.01 **Organization.** The Corporation was organized as a not for profit corporation under the applicable provisions of Article 60 of Chapter 17 of the Kansas Statutes Annotated ("Kansas General Corporation Code").

3.02 **Non Stock Corporation.** The Corporation shall not issue shares of common stock, preferred stock or any other type of capital stock and shall not have shareholders.

3.03 Conservation Districts. A conservation district is defined by the applicable provisions of Article 19 of Chapter 2 of the Kansas Statutes Annotated ("Kansas Conservation District Law") as a governmental subdivision of the state of Kansas. As of the date hereof, that governmental subdivision is a county.

3.04 Members. The stake holders of the Corporation shall be its members. Each conservation district located within the state of Kansas shall be a member of the Corporation.

3.05 Dues. The Corporation shall be funded by the payment of annual dues by its members. At its annual meeting the Board of Directors shall set the amount of the annual dues to be paid by each member. A member, and its elected supervisors, shall not be entitled to vote upon any matter which is submitted to members or supervisors for a vote, unless it had paid its annual dues in full.

Article IV **Directors**

4.01 Number of Directors. The Corporation shall have five (5) directors upon its Board of Directors.

4.02 Conservation Area. The Kansas Conservation District Law divides the state of Kansas into five (5) geographic areas, ("Conservation Area"). Each Conservation Area is composed of several Conservation Districts (counties). The identity of the counties within each Conservation Area is designated by the statute. Each Conservation Area shall elect one (1) director to the Board of Directors of the Corporation.

4.03 Supervisors. Within each conservation district five (5) supervisors shall be elected. Each supervisor shall be elected as set forth in the Kansas Conservation District Law.

4.04 Election of Director. Prior to the annual meeting of the Corporation, each Conservation Area shall hold an annual meeting of the supervisors of the Conservation Districts located within the Conservation Area. At this meeting the supervisors shall nominate individuals from within their ranks to serve as a director of the Corporation. Subsequently, at the annual meeting of the Corporation, the supervisors within each conservation district shall caucus and elect from the nominees one (1) director to represent the Conservation Area upon the Board of Directors of the Corporation.

4.05 Term of Office. The term of office for each director shall be two (2) years. To assure continuity of management, the term of office for the directors of the Corporation shall be staggered. The directors representing Conservation Areas II and IV shall be elected in odd number years and the directors representing Conservation Areas I, III and V shall be elected in even number years.

4.06 Vacancy. Any vacancy on the Board of Directors shall be filled by a majority vote of the directors remaining in office. The substitute director must be elected from the supervisors within the Conservation Area which suffered the vacancy. The substitute director shall serve until the next election of the director from that Conservation Area.

4.07 Powers. Unless otherwise prohibited by these Bylaws or the Kansas General Corporation Code, the directors of the Corporation shall be endowed with the absolute right, power and authority to manage any and all of the business affairs of the Corporation.

4.08 Compensation. Each member of the Board of Directors of the Corporation shall serve without salary, fee or other compensation. However, each director shall be reimbursed for any and all reasonable out of pocket expenses incurred incidental to the fulfillment of his duties as a director.

4.09 Resignation. Any director may resign from the duties of his office at any time for any reason, effective upon the delivery of written notice thereof to the Board of Directors.

4.10 Action by Consent. Any action which may be taken at a meeting of the Board of Directors may be taken without a meeting, providing all of the Directors who would have been entitled to vote at such a meeting execute written consents to the action so taken. Such consents shall have the same force and effect as a unanimous vote at a meeting duly held and the Secretary shall file such consents with the minutes of the meetings of the Board of Directors.

Article V **Meetings**

5.01 Annual Meeting of Members. The annual meeting of the members of the Corporation shall be held at the date, time and place designated by the Board of Directors.

5.02 Annual Meeting of Directors. The annual meeting of the directors of the Corporation shall be held immediately after the annual meeting of the members of the Corporation.

5.03 Special Meetings. The President of the Corporation may call a special meeting of the members or directors, but only in the event of the occurrence of an extraordinary event.

5.04 Notice. Written notice of any meeting of the members, or of any meeting of the directors, shall be given by mail or electronic mail to each member district in a timely manner prior to such meetings.

5.05 Waiver of Notice. A written waiver of notice which is signed either before or after the meeting by the party entitled to receive it shall be deemed to be equivalent to adequate prior notice. Attendance at a meeting shall constitute a waiver of notice of such meeting,

unless the party attends the meeting solely for the purpose of objecting to the transaction of any business because the meeting is not lawfully convened.

5.06 Voting Power. Each supervisor and each director shall be entitled to cast one (1) vote upon any matter submitted to them for a vote.

5.07 Quorum. There shall be no requirement for a minimum number of supervisors or directors to attend a meeting to constitute a quorum, provided that proper and timely notice of the meeting has been delivered to all those entitled to attend said meeting.

5.08 Majority Vote. The majority vote of the supervisors or the directors, of those attending a meeting of the supervisors or the directors, shall be the official act of the supervisors or the directors, upon any matter which is submitted to the supervisors or the directors for a vote, as required by these Bylaws or the Kansas General Corporation Code.

Article VI **Officers**

6.01 Number of Officers. The officers of the Corporation shall be selected from the ranks of the directors of the Corporation. The officers of the Corporation shall consist of a President, a Vice President, a Treasurer and a Secretary. The officers of the Corporation may also include any number of other officers as the Board of Directors may from time to time elect. Any number of offices may be held by the same person.

6.02 Election and Term. The officers shall be elected by the Board of Directors at its annual meeting and shall hold office at the pleasure of the Board of Directors until their successors are elected and shall qualify, or until their earlier resignation or removal.

6.03 Resignation. Any officer may resign at any time for any reason, effective upon delivery of written notice thereof to the Board of Directors.

6.04 Removal. Any officer may be removed at any time for any reason by the vote of a majority of the entire Board of Directors.

6.05 Vacancies. In case any office shall become vacant by reason of death, resignation, removal or otherwise, such vacancy shall be filled by the vote of a majority of the entire Board of Directors.

6.06 Compensation of Officers. Each officer of the Corporation shall serve without salary, fee or other compensation. However, each officer shall be reimbursed for any and all reasonable out of pocket expenses incurred during the performance of their duties on behalf of the Corporation.

6.07 President. The President shall serve as the chief executive officer of the Corporation, shall preside at all meetings of the supervisors and directors, shall administer

the daily business affairs of the Corporation and shall implement all resolutions of the Board of Directors.

The President shall be endowed with the right, power and authority to execute on behalf of the corporation all contracts, deeds, bills of sale, notes, loans, bonds, mortgages, tax returns, filings with the Kansas Secretary of State and other legal documents, except those required by law to be otherwise executed.

The President shall have the right, power and authority to employ, terminate and compensate employees, attorneys, accountants and other parties whose services, in his judgment, may be necessary to successfully transact the business of the Corporation.

In general, the President shall perform all of the duties incident to the office of President and such other duties as may from time to time be assigned to him by the Board of Directors.

6.08 Vice President. The Vice President shall perform such duties and shall exercise such power as may be assigned or delegated by the President or the Board of Directors. In the absence of the President, the Vice President may perform the duties and exercise the power of the President with the same force and effect as if performed by the President.

6.09 Secretary. The Secretary shall attend all meetings of the supervisors and of the directors and shall keep the written minutes thereof by recording all proceedings, votes and resolutions which are ratified, approved or adopted at such meetings in a minute book to be kept for that purpose. In the absence of a written waiver thereof, the Secretary shall assure that prior notices of all such meetings are timely sent to the supervisors and directors who are entitled thereto. The Secretary shall keep in safe custody the seal of the Corporation and shall have the right, power and authority to affix the seal to any instrument requiring it and when so affixed it may be attested by his signature. The Secretary shall also perform such other duties as may be assigned to him from time to time by the President or by the Board of Directors.

6.10 Treasurer. The Treasurer shall serve as the chief financial officer of the Corporation, shall be responsible for the custody of its funds, shall maintain the permanent accounting records of the Corporation and shall file all tax returns of the Corporation. The Treasurer shall deposit the funds of the Corporation in financial institutions, shall disburse or invest the funds of the Corporation, shall periodically prepare the financial statements of the Corporation and shall also perform such other duties as may be assigned to him from time to time by the President or by the Board of Directors.

6.11 Other Officers. The Board of Directors may elect such other officers as it may deem desirable. Each such officer shall hold office for such period, and shall have such authority and perform such duties as the Board of Directors may prescribe. The Board of Directors may, from time to time, authorize any officer to appoint subordinate officers and to prescribe the power and duties thereof.

Article VII
Books & Records

7.01 Documents. The Corporation shall keep and maintain its permanent records at its registered office. These records shall include, by means of illustration but not of limitation, its Articles of Incorporation, its Bylaws, its minutes of meetings of supervisors and directors, its financial statements, its tax returns, its bank statements and its contracts, deeds, titles, notes, bonds, mortgages and other instruments, records and documents which are required to be maintained by the Kansas General Corporation Code.

7.02 Inspection. Upon written demand under oath stating the purpose thereof, a member shall have the right to inspect and make copies of the permanent records of the Corporation at its registered office during its usual hours of business, except as otherwise provided by the provisions of the Kansas General Corporation Code.

Article VIII
Indemnification

Except as otherwise expressly provided by the provisions of the Kansas General Corporation Code, the Corporation shall indemnify and hold harmless its officers, directors and supervisors from any liability, including reasonable attorneys fees, which arise from their performance of their duties on behalf of the Corporation. Notwithstanding the foregoing, the Corporation shall not indemnify nor hold harmless any of its officers, directors or supervisors from any liability which arises from any act or failure to act which constitutes criminal conduct, intentional tort or gross negligence.

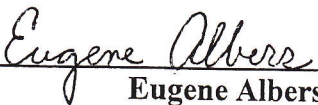
Article IX
Adoption & Amendments


The power to adopt these Bylaws shall be vested in the board of directors of the Corporation. The power to amend or repeal these Bylaws shall be vested in the members of the Corporation.

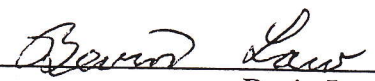
Article X
Seal

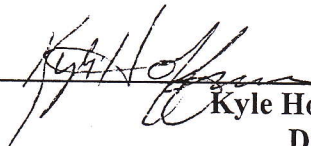
The seal of the Corporation shall be in circular form and shall have inscribed thereon the name of the Corporation and the words "Kansas" and "Corporate Seal".

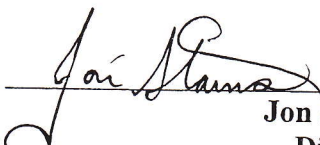
IN WITNESS WHEREOF; The undersigned, comprising all of the original directors of the Corporation named in its Articles of Incorporation filed with the Kansas Secretary of State, hereby adopt these Bylaws for the Corporation, effective as of the 7th day of October 2010.


Eugene Albers
Director


Ronald Brown
Director


Bevin Law
Director


Kyle Hoffman
Director


Jon Starns
Director